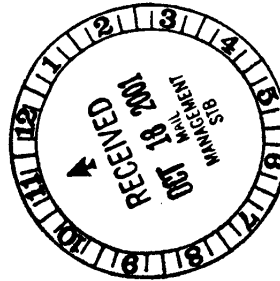




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October 16, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 1, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**
PO Box 1470, Decatur, IL. 62525

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY**, covering 90 coal hoppers with reporting marks and numbers – CEFX 75073 – CEFX 75398, **NOT INCLUSIVE**.

Please file this memorandum as a **SECONDARY** document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Sherry Lewey
Research/Development Coordinator

Enclosure

20972-T

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of October, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at PO Box 1470, , Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the Equipment ("Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY.

By: Randy Neumayer
Name: Randy Neumayer
Title: Senior Vice President-Transportation

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
90	5230 c.f.p.d. covered hopper cars	

1	CEFX	75073	31	CEFX	75126	61	CEFX	75231
2	CEFX	75074	32	CEFX	75127	62	CEFX	75232
3	CEFX	75075	33	CEFX	75129	63	CEFX	75238
4	CEFX	75077	34	CEFX	75140	64	CEFX	75239
5	CEFX	75078	35	CEFX	75144	65	CEFX	75241
6	CEFX	75079	36	CEFX	75147	66	CEFX	75243
7	CEFX	75081	37	CEFX	75149	67	CEFX	75245
8	CEFX	75082	38	CEFX	75152	68	CEFX	75247
9	CEFX	75083	39	CEFX	75157	69	CEFX	75249
10	CEFX	75085	40	CEFX	75158	70	CEFX	75250
11	CEFX	75089	41	CEFX	75200	71	CEFX	75251
12	CEFX	75090	42	CEFX	75201	72	CEFX	75253
13	CEFX	75091	43	CEFX	75202	73	CEFX	75274
14	CEFX	75093	44	CEFX	75205	74	CEFX	75275
15	CEFX	75094	45	CEFX	75207	75	CEFX	75276
16	CEFX	75095	46	CEFX	75208	76	CEFX	75302
17	CEFX	75099	47	CEFX	75211	77	CEFX	75303
18	CEFX	75102	48	CEFX	75214	78	CEFX	75329
19	CEFX	75105	49	CEFX	75215	79	CEFX	75331
20	CEFX	75106	50	CEFX	75216	80	CEFX	75332
21	CEFX	75107	51	CEFX	75217	81	CEFX	75334
22	CEFX	75109	52	CEFX	75218	82	CEFX	75335
23	CEFX	75110	53	CEFX	75219	83	CEFX	75336
24	CEFX	75111	54	CEFX	75220	84	CEFX	75337
25	CEFX	75113	55	CEFX	75222	85	CEFX	75338
26	CEFX	75114	56	CEFX	75223	86	CEFX	75342
27	CEFX	75117	57	CEFX	75224	87	CEFX	75343
28	CEFX	75118	58	CEFX	75225	88	CEFX	75345
29	CEFX	75119	59	CEFX	75226	89	CEFX	75370
30	CEFX	75123	60	CEFX	75229	90	CEFX	75398